

1. AMENDMENT/MODIFICATION NO. P00001		3. EFFECTIVE DATE SEE BLOCK 16C		4. REQ./PURCH REQ.#		5. PROJECT NO. (IF APPLICABLE)	
6. ISSUED BY NAVAL INVENTORY CONTROL POINT 5450 CARLISLE PIKE, P.O. BOX 2020 MECHANICSBURG, PA 17055-0788		CODE N00104		7. ADMINISTERED BY SAME AS BLOCK 6 S.C. JOHNSON CODE: 0272.6 PHONE: (717) 805-1548 EMAIL: SYLVIA_C_JOHNSON@ICPMECH.NAVY.MIL		CODE N00104	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) SOFTMART GOVERNMENT SERVICES, INC. 450 ACORN LANE DOWNTOWN, PA 19335				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER N00104-02-A-ZE84 GS-35F-0346J			
				10B. DATED (SEE ITEM 13) 07/28/2002			
CODE 1LW45		FACILITY CODE		X			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offers <input type="checkbox"/> is <input type="checkbox"/> is not extended.							
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. ACCOUNTING AND APPROPRIATION DATA (if required) N/A							
13. THIS ITEM APPLIES ONLY TO THE MODIFICATION OF CONTRACT/ORDERS AS SPECIFIED ITEM 14.							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: CONTRACT ORDER NO. IN ITEM 10A.				THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE			
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).							
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 43.103(a)(3)				X			
D. OTHER (Specify type of modification and authority)							
B. IMPORTANT: Contractor				is not, <input checked="" type="checkbox"/> is required to sign this document and return 2 copies.			
14. DESCRIPTION OF AMENDMENT/MODIFICATION (including solicitation/contract subject matter where feasible.)							
SEE PAGE 2 <div style="float: right; text-align: right;"> This offer is contingent upon the acceptance of the terms and conditions contained in Softmart's GSA Schedule C #GS-35F-0346J. </div>							
DISTRIBUTION: (2) PURCHASE FOLDER (2) CONTRACTOR (1) PMO - SPAWAR SAN DIEGO, CA 92162, ATTN: D628/LINDA GREENWADE (1) PMO - SPAWAR NORFOLK, VA 23501, ATTN: OODE 648.2/JAKKI RIGHTMEYER (1) CROOM - SYSTEMS MANAGEMENT CENTER, U.S. ARMY SMALL COMPUTER PROGRAM, AMSEL-OSA-60P/ONHERYL GREGORY, FORT MONMOUTH, NJ 07783-8605 (1) HQ 83G/ITS, ATTN: BOB HAMRICK, 801 EAST MOORE DRIVE, BLDG 884, RM 1437, MAXWELL AFB-GUNTER ANNEX, AL 36114-3884 Except as provided herein, all other terms and conditions of the contract remain unchanged and in full force and effect.							
15A. NAME AND TITLE OF SENDER KATHLEEN MASCHERINO SR VP				15B. NAME AND TITLE OF CONTRACTING OFFICER R. L. KLINGER CONTRACTING OFFICER			
15C. DATE SIGNED 10/24/02				15D. UNITED STATES OF AMERICA R. L. Klinger (Signature of Contracting Officer)			
15E. SIGNATURE OF PERSON AUTHORIZED TO SIGN [Signature]				15F. UNITED STATES OF AMERICA [Signature] (Signature of Contractor)			
15G. DATE SIGNED 10/25/02				15H. UNITED STATES OF AMERICA [Signature] (Signature of Contractor)			

1. The purpose of this modification is to update the products made available hereunder and to make administrative changes to the BPA.
2. The pricing matrix incorporated in Attachment A to the BPA is hereby deleted in its entirety and replaced with Attachment A to this modification. Changes include:
 - Addition of new products (Outlook, Project 2002, Project Pro, Project Server CAL, Project Server, Access, Excel, PowerPoint, Word).
 - Deletion of all Upgrade Advantage items that are no longer available from Microsoft and have been deleted from GSA schedule.
3. Paragraph A.5.1 (Desktop Configurations) of the BPA is hereby revised to read as shown below. All reference to a minimum order quantity is deleted. Paragraphs A.5.1.1 and A.5.1.2 remain unchanged.

A.5.1 Desktop Configurations (CLINs 1001 thru 1011). The desktop configurations included in Attachment A to the BPA may be purchased under an Annual Payment Schedule or a Lump Sum Schedule. The initial purchase of a desktop configuration is a new enrollment. New desktop enrollments include license and three years of software assurance. Desktop renewals include software assurance only.
4. Paragraph D.4.4.1 (All Sales under ACT Fee) of the BPA is revised to include the following additional information. A copy of the ACT fee check that is submitted to SPAWAR Systems Center Charleston shall be forwarded to the SPM. Email to: lindag@spawar.navy.mil
5. The Softmart Program Agreement incorporated in Attachment B to the BPA is hereby deleted in its entirety and replaced with Attachment B to this modification. This change deletes language regarding the 250 minimum requirement that is no longer applicable.
6. All other terms and conditions remain unchanged.